

16-10a-120 Filing requirements.

- (1) A document shall satisfy the requirements of this section, and of any other section of this chapter that adds to or varies these requirements, to be entitled to filing by the division.
- (2) This chapter must require or permit filing the document with the division.
- (3)
 - (a) The document shall contain the information required by this chapter.
 - (b) A document may contain information in addition to that required in Subsection (3)(a).
- (4) The document shall be typewritten or machine printed.
- (5)
 - (a) The document shall be in the English language.
 - (b) A corporate name need not be in English if written in English letters, Arabic or Roman numerals.
 - (c) The certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.
- (6) The document shall be executed, or shall be a true copy made by photographic, xerographic, electronic, or other process that provides similar copy accuracy of a document that has been executed:
 - (a) by the chairman of the board of directors of a domestic or foreign corporation, by all of its directors, or by one of its officers;
 - (b) if directors have not been selected or the corporation has not been formed, by an incorporator;
 - (c) if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary;
 - (d) if the document is that of a registered agent, by the registered agent, if the person is an individual, or by a person authorized by the registered agent to execute the document, if the registered agent is an entity; or
 - (e) by an attorney in fact if the corporation retains the power of attorney with the corporation's records.
- (7) The document shall state beneath or opposite the signature of the person executing the document the signer's name and the capacity in which the document is signed.
- (8) The document may, but need not, contain:
 - (a) the corporate seal;
 - (b) an attestation by the secretary or an assistant secretary; or
 - (c) an acknowledgment, verification, or proof.
- (9) The signature of each person signing the document, whether or not the document contains an acknowledgment, verification, or proof permitted by Subsection (8), constitutes the affirmation or acknowledgment of the person, under penalties of perjury, that the document is the person's act and deed or the act and deed of the entity on behalf of which the document is executed, and that the facts stated in the document are true.
- (10) If the division has prescribed a mandatory form or cover sheet for the document under Section 16-10a-121, the document shall be in or on the prescribed form or shall have the required cover sheet.
- (11) The document shall be delivered to the division for filing and shall be accompanied by one exact or conformed copy, except as provided in Section 16-10a-1510, the correct filing fee, and any franchise tax, license fee, or penalty required by this chapter or other law.
- (12) Except with respect to a filing pursuant to Section 16-10a-1510, the document shall state, or be accompanied by a writing stating, the address to which the division may send a copy upon completion of the filing.

Amended by Chapter 378, 2010 General Session